

RANKIN ALISON A
 Form 5/A
 April 01, 2013

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
RANKIN ALISON A

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 220

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

4. If Amendment, Date Original Filed (Month/Day/Year)
02/07/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Member of a group

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/18/2013	^	J(1)	200 D	\$ 0 (2) 3,938	I	By Trust (Daughter 1) (3)
Class A Common Stock	01/18/2013	^	J(1)	200 A	\$ 0 (2) 0	I	Reporting Person's spouse serves as Trustee for the benefit of

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Class A Common Stock	01/18/2013	Â	J ⁽⁴⁾	200	A	\$ 0 ⁽²⁾	0	I	A. Farnham Rankin Reporting Person's spouse serves as Trustee for the benefit of Elisabeth Rankin
Class A Common Stock	01/18/2013	Â	J ⁽⁴⁾	200	D	\$ 0 ⁽²⁾	2,051	I	By Trust (Daughter 2) ⁽³⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II ⁽⁵⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,123	I	By Trust ⁽⁶⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	19,140	I	By Assoc II/Daughter 2 ⁽⁷⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By Spouse (GP) ⁽⁸⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By Spouse (RA4) ⁽⁹⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By Spouse/RMI (Delaware) ⁽¹⁰⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	75,628	I	By Spouse/Trust ⁽¹¹⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	17,252	I	By Assoc II/Daughter 1 ⁽⁷⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	33,869	I	By Assoc II/Spouse ⁽¹²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class B Common Stock	Â	06/22/2012	Â	G	75,504	Â	Â (2)	Â (2)	Class A Common Stock	75,504
Class B Common Stock	\$ 0 (2)	06/22/2012	Â	G	Â	75,504	Â (2)	Â (2)	Class A Common Stock	75,504
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	5,100
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	5,100
Class B Common Stock	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	19,000
Class B Common Stock	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	62,600
Class B Common Stock	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	118,000

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"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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